

BY-LAWS
OF
BOARD OF COMMISSIONERS OF THE
PONTCHARTRAIN LEVEE DISTRICT

AS PER LA. R.S. 38:306
and
LA. R.S. 42:4.1 through
42:4.13

ADOPTED FEBRUARY 16, 2009

ARTICLE I

BOARD OF COMMISSIONERS

I. DEFINITIONS:

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| A. "Board of Commissioners of the Levee District" | Means a group of persons appointed under provisions of law to exercise certain authorities over and have oversight and control of a levee district (hereinafter "the Board"). |
| B. "Board Member" | Means a person qualified and appointed by the Governor of the State of Louisiana and confirmed by the Senate of the State of Louisiana pursuant to La. R.S. 38:304. |
| C. "Levee District" | Means a political subdivision of the State of Louisiana organized for the purpose and charged with the duty of construction and maintaining levees, and all other things incidental thereto within its territorial limits. |

II. AUTHORITY:

Action of the Board shall be express and written. No individual representative or Board member shall have authority to act on behalf of the Board unless expressly authorized to do so by written authority through legal statute or mandate from the Board. The Board's general authority is set out in La. R. S. 38:281 et seq.

III. JURISDICTION:

The Board's jurisdiction is all the land specified in La. R.S. 38:291(L).

IV. DOMICILE:

The Board's domicile is 2204 Albert Street, Litcher, Louisiana 70071.

V. NUMBER OF BOARD MEMBERS:

The number of Board Members is nine (9) as fixed by La. R.S. 38:291(L).

VI. POWERS OF THE BOARD:

The Board is charged with the responsibility for managing the business of the Levee District and shall have the powers and duties specified in La. R.S. 38:306, La. R.S. 38:309 and La. R.S. 38:325. The Board shall not act unless by "official act." These shall be the product only of a vote of the Board in accord with the provisions of the bylaws and applicable law.

VII. REMUNERATION TO BOARD MEMBERS:

The right of all Board Members to remuneration and reimbursement of travel expenses is fixed by La. R.S. 38:308.

VIII. MEETING PLACE:

Meetings of the Board may be held at such place as the Board may determine.

IX. REGULAR MEETING:

The Board shall hold a regular meeting, monthly at such time, date and place as set by the Board. The Board shall give written notice of its regular meetings including time, date, and place at the beginning of the fiscal year.

X. AGENDA:

Board Members desiring any matter to be placed on the agenda of a meeting shall so advise the Executive Director not later than four (4) days (Exclusive of legal holidays and weekends) prior to the regular meeting, and the Executive Director shall cause such matters to be placed on the agenda. Written notice of the time, date, and place and a copy of the agenda of regular meetings shall be mailed to each Board member not later than two (2) days (exclusive of Holidays and weekends) prior to each such meeting. The deposit by the Secretary, President or the Executive Director of such written notice in the United States Mail, Postage Prepaid, and Addressed to a Board member at his current address of record, shall constitute the giving of notice for the purpose of these bylaws.

Notice shall be deemed to have been given to, or waived by, and Board member present at any such meeting.

Upon approval of two-thirds of the Board Members present at a meeting, the Board may take up a matter not on the agenda.

XI. QUORUM:

The presence in person of five (5) or more Board Members shall constitute a Quorum, and a Board Meeting called on due notice may be organized for the transaction of business whenever a Quorum is present. If a meeting cannot be organized because a Quorum is lacking, those Board Members present may adjourn the meeting to such time and place, as they determine until a Quorum is present with no further notice other than an announcement at the meeting (La. R.S. 38:304).

XII. VOTING:

If a quorum is present at any meeting, the Board members present may continue to act by vote of a majority of a quorum until adjournment notwithstanding the subsequent withdrawal of enough Board Members present to vote. Proxy voting is prohibited. It shall take a positive vote of 5 of 9 Board Members to cause any official act of the Board.

XIII. SPECIAL MEETINGS: (except as stated in Item X)

Whenever circumstances arise where, although not an emergency, time is of the essence, The President, or in his absence the Vice-President, may call a special meeting of the Board.

Written notice of the time, date, and specific purpose of the special meeting shall be given in the same manner as provided for regular meetings.

When in the opinion of the President, there is not sufficient time to give written notice of a special meeting, he may authorize the Secretary or Executive Director to verbally notify Board Members, by telephone or in person, of the time, date, place and specific purpose of the special meeting. Such verbal notice, when authorized shall be given personally by the Secretary or Executive Director to each Board Member at least twenty-four (24) hours prior to such meeting. The Secretary or Executive Director shall keep a written record of the time, date and manner in which each Board Member was notified. When verbal notice is authorized, the Secretary or Executive Director shall make a good faith effort to notify each Board Member. Upon the inability of the Secretary or Executive Director to notify each Board Member, Personnel of the Pontchartrain Levee District Police may be used to notify each Board Member. Provided, however, that the inability of the Secretary or Executive Director or Police to so notify all Board Members shall not invalidate the call of the Special Meeting.

Notice shall be deemed to have been given to, or waived by any Board Member present at any such meeting.

Unless otherwise specifically provided herein, all of the provisions for regular meetings shall apply to Special Meetings.

XIV. EMERGENCY MEETINGS:

Whenever there exist an eminent treat to the persons or property of the citizens within the Board's jurisdiction or the surrounding area, the Board may hold an Emergency Meeting.

Emergency Meetings may be called by the President, or in his absence, the Vice-President. In the absence of the President and the Vice-President, an Emergency Meeting may be called by any Board Member.

Verbal notice of Emergency Meetings is specifically authorized. Verbal notice may be given by the person calling the meeting or his designee. The person notifying each Board member shall note the date, time and manner in which each Board member was notified and keep a record of same. Board members need only be given as much prior notice as the Emergency conditions causing the call of the meeting may allow.

The public shall be given such notice of the Emergency meeting as circumstances permit.

As soon as practicable, the person calling an emergency meeting shall notify the Secretary as to the time, date, and place the Emergency meeting was held, the purpose of the meeting, the names of the Board Members present, the matters brought before the Board at the meeting and the vote of each member as to each such matter.

Only matters which directly relate to the Emergency Condition which gave rise to the call of the meeting may be properly brought before the Board at such a meeting.

Unless otherwise specifically provided herein, all of the provisions for special meetings shall apply to Emergency Meetings.

XV. ANNUAL MEETING:

The last regular meeting of the fiscal year shall be the annual meeting.

XVI. MINUTES:

The Secretary or his designee shall prepare and keep minutes of all Board Meetings. The minutes shall be kept at the Board's Domicile. The minutes shall be public records as provided in La. R.S. 42:7.1(B) and shall be available within a reasonable time after the meeting, except where such disclosure would be inconsistent with the executive session provisions.

XVII. OPEN MEETINGS:

All meetings of the Board or any Committee thereof shall be conducted in conformity with Article 12. Section 3 of the Louisiana Constitution of 1974 and La. R.S. 42:4.1 et seq. Every meeting shall be open to the Public unless closed pursuant to the executive session provisions of La. R.S. 42:6.

The public shall be notified as to the time, date and place and agenda of all meetings, and any matter which will be discussed in executive session.

XVIII. PARLIAMENTARY AUTHORITY:

Robert's Rules of Order Newly Revised shall be the Parliamentary Authority for all procedural matters of the Board, except as provided by law and these By-Laws.

ARTICLE II

COMMITTEES

I. COMPOSITION OF COMMITTEES:

The President may appoint such Committees and their chairmen and members as he deem necessary and appropriate. The Board by a majority vote at any regular meeting may require the President to appoint any such committee. The members of all committees shall serve at the pleasure of the President.

The members of all such Committees shall perform such duties and functions as the President or the Board shall determine. Each Committee shall be composed of no more than eight (8) Board Members and such other persons as the President may deem beneficial.

II. MINUTES OF MEETING OF COMMITTEES:

All Committees shall keep minutes of their meetings and shall report their recommendations to the Board in writing. Minutes of Committee Meetings shall be governed by the provisions of Article I, Section 15.

III. PROCEDURE:

Each committee shall meet at such times as it shall be deemed necessary and at any time on the call of its Chairman. The Chairman shall conduct all meetings in accordance with law and these By-Laws.

The purpose of committees is to act in an advisory capacity to the Board and its President and to make such recommendations as it deems appropriate in those areas for which the committee is organized. Unless expressly authorized by a resolution of the Board, a committee shall have no power to act on its own authority. The Chairman of the committee shall report its recommendations to the Board and its President in writing, who may or may not adopt or act on such recommendations. If the recommendations of the committee are not the unanimous opinion of all the members, the recommendations shall include the opinions of the dissenting members of the committee.

No recommendation or action of any committee shall be binding upon the Board until such action is approved at a meeting of the Board, provided, however, that nothing therein shall prohibit the Board from giving advance authority to a committee to act on routine matters.

IV. NOTICE:

A committee shall give notice of its special meetings as provided in Article 1, Section 13. Provided, however, if a committee meets regularly, it shall give notice of its regular meetings as provided in Article 1, Section 9.

V. REMOVAL:

Any committee member may be removed by a majority of the Board, or by the President, for any reason. Any vacancies occurring in any committee shall be filed by the President.

VI. QUORUM:

The presence, in person, of four (4) or more committee members shall constitute a quorum for committee meetings.

ARTICLE III

OFFICERS

I. OFFICERS AND ELECTIONS:

Officers of the Levee District are designated as President, Vice-President and Secretary. Officers who are Board Members shall be elected to serve until removed, but may be removed with or without cause by a majority of the Board Members at any regular meeting or at a special meeting called for that purpose.

The Board shall elect a President and a Vice-President from among its members.

The Board shall appoint a Secretary and set a salary as provided by La. R.S. 38:304 (C).

The Board shall appoint such attorneys as it deems appropriate as authorized by La. R.S. 38:305 and set the salary or compensation of each such attorney.

The Board may appoint an Executive Director and set a salary.

The Secretary, the Executive Director and the Attorneys shall serve at the pleasure of the Board, subject to their employment contracts, if any.

If a vacancy occurs among the officers of the board, because of resignation, death, removal or disqualification, an election to fill the vacant office shall be held at a regular meeting within sixty (60) days from the date of the vacancy.

II. DUTIES OF THE PRESIDENT:

The powers and duties of the President shall be:

- A. To act as the Chief Executive Officer of the Levee District and to perform those administrative duties not delegated to the Executive Director.
- B. To preside as Chairman at all meetings of the Board, with the right to vote on any matter before the Board.
- C. To see that state laws pertaining to the purposes and functions of the Levee District, and the resolution and ordinances of the Board are faithfully observed and executed.
- D. To call special and emergency meetings of the Board.
- E. To act for the Board in emergency matters, but only on such powers as has been granted to him by resolution of the Board.
- F. To appoint committees of the Board.
- G. To have all other executive powers necessary and proper to a President of a Levee District.

III. DUTIES OF THE VICE-PRESIDENT:

- A. To perform the duties and exercise the powers of the President in the absence or on the inability of the President.
- B. To perform such additional duties as directed by the President or the Board.

IV. DUTIES OF THE SECRETARY:

The powers and duties of the Secretary shall be:

- A. To attest all official documents of the Board.
- B. To give, or cause to be given, notice of all meetings of the Board and Committees, and all other notices required by law or by these By-Laws.
- C. To record, or cause to be recorded, all the proceedings of the meeting of the Board and of Committees, and shall publish in the Board's Official Journal, the minutes of all regular, special and emergency meetings of the Board, and shall perform such other duties as are usually incumbent upon a secretary.
- D. To call the Board together to fill the Office of President in case of vacancy.

- E. To perform such additional duties as directed by the President or the Board.

V. DUTIES OF THE EXECUTIVE DIRECTOR:

The powers and duties of the Executive Director shall be:

- A. To act as Chief Administrative Officer and administer such policies and projects of the Board as directed and delegated by the President as described in position outline of duties.
- B. To give, or cause to be given, notice to all meetings of the Board and Committees, and all other notice required by law or by these By-Laws.
- C. To prepare the agendas for the regular and special meetings of the Board.
- D. To supervise the preparation of the Annual Operating Budget.
- E. To perform such additional duties as directed by the President or the Board, within the scope of his (her) responsibility and subject to employment contract if any.

VI. DUTIES OF MEMBERS AT LARGE:

- A. No individual member shall act in any way which negatively impacts the ability of the Board to conduct its affairs.
- B. No individual member shall represent to any party through implied or direct means that they have authority to transact any type of business on behalf of the Board unless expressly authorized to do so in writing.

ARTICLE IV

MISCELLANEOUS

I. FISCAL YEAR:

The Board's Fiscal Year shall be from July 1 to June 30.

II. OFFICIAL JOURNAL:

At the first Regular Meeting in June of each year the Board shall select the Official Journal for the next fiscal year and notify the Secretary of State within thirty (30) days as required by La. R.S. 43:171 and La. R.S. 43:174.

III. SEAL:

The Board may adopt an appropriate seal. The seal may be used by causing it to be affixed to or reproduced on any instrument entered into by the Board. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE V

POLICE

I. POLICE:

Pursuant to and in accordance with La. R.S. 38:326, the Board may maintain a police force under the classified service, but under direct supervision of the Executive Director.

ARTICLE VI

DISBURSEMENT OF FUNDS

I. DISBURSEMENT CHECKS:

All Levee District obligations regardless of amount must be paid by check. After approval of the Finance Committee, general disbursement checks, shall be signed by any two of the following:

Secretary
Executive Director
Vice President
Finance Chairperson

II. PAYROLL CHECKS:

Payroll checks shall be signed by any two of the following:

Secretary
Executive Director
Vice President
Finance Chairperson

III. FACSIMILE STAMPS:

The Board may, by resolution, authorize other officials or employees of the Board to sign and countersign checks, or use facsimile stamps of the President, to be used in case of emergency, with one original signature and one facsimile stamp.

IV. FINANCE COMMITTEE:

The Finance Committee shall review monthly the bills, charges and expenses of the previous month and shall make such recommendations to the Board at its Regular Monthly Meeting as to payment of such obligations as it deems necessary and proper.

V. AUDITOR:

The Auditor of the Board shall be the Legislative Auditor, a Certified Public Accountant or a firm of Certified Public Accountants approved by the Board as per La. R.S. 38:322. The Legislative Auditor shall conduct an annual audit pursuant to La. R. S. 24:516(A).

VI. TAX ORDINANCE:

The Board shall adopt a tax ordinance with which to adopt a budget, prior to adopting its budget in accordance with Article 6, Section 39 (A) of the 1974 Louisiana State Constitution.

VII. ANNUAL BUDGET:

The Board shall adopt and submit to the Joint Legislative Committee on the Budget no later than ninety (90) days prior to the end of each fiscal year, an annual budget for the succeeding fiscal year as required by the provisions of La. R.S. 38:318. The Board may amend such budget from time to time as is necessary.

VIII. INVENTORY OF ASSETS:

The Board shall maintain records of all land, building, improvements, equipment and any other general fixed assets which were purchased or otherwise acquired and for which the Board is accountable as required by La. R.S. 38:323.

IX. IDLE FUNDS:

Idle Funds of the Levee District shall be invested in accordance with Louisiana law. Deposits in banks are not to exceed the amounts insured by the FDIC unless properly collateralized. Preference is to be given to institutions within the boundaries of the Pontchartrain Levee District.

X. PER DIEM:

Each Board Member shall monthly submit expense forms and per diem forms for the preceding month to the President, who shall review and approve same prior to payment pursuant to La. R.S. 38:308.

ARTICLE VII

PURCHASING

I. PURCHASING:

The Board shall purchase supplies and let contracts in accordance with the provisions of La. R.S. 38:2211 et seq., provided, however, the Board by internal memorandum may adopt more stringent procedures. Statements for supplies and services not subject to La. R.S. 38:2212 et seq. shall be examined monthly by the

Finance Committee and approved by the Finance Committee and approved for payment by motion of the Board.

ARTICLE VIII

BY-LAWS

I. AMENDMENT OF BY-LAWS:

These By-Laws may be amended at any Regular Meeting of the Board by a majority of the Board Members.

However, no such amendment shall be considered unless a notice of intention to amend these By-Laws and the proposed amendment shall have been given in writing to each Board Member and the Board's Attorneys not less than thirty (30) days prior to the Regular Meeting at which such amendment is to be considered.

II. EFFECTIVE DATE OF BY-LAWS:

These By-Laws shall become effective January 20, 2009, after having been previously submitted and adopted at a Regular Meeting or Meetings.

III. SEVERABILITY:

If any provision of these By-Laws is contrary to Law, such provision shall be considered null and void and the matters so provided for in such provision shall be controlled by applicable law; provided, however, that the validity of all other provisions herein shall not be affected thereby.

Steve Wilson, President

Webb L. Harelson, Vice President

Jesse J. Bartley, Commissioner

Allen St. Pierre, Commissioner

Tony Cunningham, Commissioner

Michael DeLaune, Commissioner

Marty J. Poche, Commissioner

Jerry Savoy, Commissioner

William Addison, Commissioner

Dwight Poirrier, Special Counsel